

## EXHIBIT D

### **“Corporate Governance” Term Sheet**

- I. Formal Prohibition on Deliberate Inflation of Subscriber Numbers and Related Matters
  - A. Charter will adopt a “zero tolerance policy” on holding disconnects for the purpose of causing a deliberate inflation of subscriber numbers, consistent with the terms of the SEC’s Release No. 50098 (July 27, 2004).
    1. This policy will be reflected in a formal, written policy governing the disconnection of late paying subscribers which shall state, inter alia, that Charter shall not keep any “delinquent paying subscribers,” as that term shall be defined, on its subscriber rolls for the purpose of increasing reported subscriber numbers.
    2. The policy shall require that Charter shall undertake to disconnect customers who request termination of service in a timely fashion and in a manner consistent with state laws, to the extent applicable.
    3. Charter typically shall disconnect non-paying customer after 60 to 75 days, and shall write off or refer for collection any non-paying customers at 90 to 120 days. The implementation of this practice shall be consistent with the Undertakings reflected in the SEC’s Release No. 50098 at paragraph E.
    4. Charter’s CEO shall announce this policy through a company-wide publication, broadcast, or email, and shall issue quarterly written reminders to all employees regarding Charter’s “zero tolerance policy” for holding or “managing disconnects” in order to deliberately inflate subscriber numbers in accordance with paragraph D of the SEC’s Release No. 50098.
  - B. Charter’s Corporate Director, Credit and Collections shall monitor the implementation of this policy.
    1. The Corporate Director, Credit and Collections shall develop reports that monitor bad debt on a monthly basis, at a company wide and division level.
    2. These reports shall be provided to the Company’s Chief Operating Officer and to the Legal Department.
  - C. Charter shall institute an employee bonus program in which subscriber growth is not a factor in bonus consideration.

- D. Charter shall include a disclosure in its quarterly and annual filings with the SEC as to the number of active subscribers whose accounts are more than 60 days, 90 days, and 120 days overdue.
- E. Charter shall instruct its internal auditors to review compliance with Charter's formal disconnect procedures on a quarterly basis and report the findings to its public auditors in connection with its annual audit.
- F. In connection with its budgeting process, Charter shall institute a bottom-up budget process that eliminates industry analysts' projections as a component of setting Charter's budget goals.

II. Corporate Compliance Program

- A. Charter will provide a copy of its Code of Conduct to all its employees, who shall be instructed to review its contents and to sign a form acknowledging their responsibilities to read and comply with the policies set forth in the Code of Conduct.
- B. All Corporate-level employees who are given new employee training or orientation shall be given ethics training, in which they shall be given a copy of the Code of Conduct.
- C. The Code of Conduct will reflect the Company's "zero tolerance policy" on holding disconnects, consistent with the policy undertakings set forth in Section I above.
- D. The Code of Conduct will require that employees report violations of the Code or other behavior that they believe might be unethical or illegal.
- E. Charter will establish a secure website and toll-free number for employees to report suspected violations of the Code of Conduct.
  - 1. The website and toll-free number will be accessible to any Charter employee seven days per week.
  - 2. The website and toll-free number will be managed by an outside company.
  - 3. Reports will be kept anonymous or open, depending on the reporter's preference.
  - 4. The Chief Compliance Officer shall have overall responsibility for the website and toll-free number.
- F. The Corporate Compliance Committee
  - 1. Charter will institute a Corporate Compliance Committee to oversee the Corporate Compliance Program.

2. The Committee will meet on a quarterly basis.
3. The Committee will evaluate complaints, conduct investigations with the assistance of outside counsel, and when necessary make disciplinary recommendations.
4. The Committee will be chaired by the Chief Compliance Officer, who shall be the Company's General Counsel or another senior officer, as selected by the Chief Executive Officer.
5. Other members of the Committee may include a Deputy Compliance Officer appointed by the Chief Compliance Officer, the head of Charter's Human Resources Department, some selected divisional vice presidents in charge of Human Resources, and the head of Corporate Audit Services.
6. The Chief Compliance Officer will report quarterly on the activities of the Compliance Committee to the Board of Directors' Audit Committee and, as necessary, to the Disclosure Committee.

III. Disclosure Committee

- A. Charter will institute and maintain a Disclosure Committee to better ensure that the Company's SEC filings are materially correct and in material compliance with SEC regulations.
  1. The Company's Chief Financial Officer or some other senior executive to be selected by the CEO will be the Chairman of the Disclosure Committee.
  2. The Chairman will select the other members of the Committee, who shall have access to individuals representing the operations, legal, financial, financial reporting, internal audit, and government relations functions. As needed, the Chairman may seek assistance from outside counsel.
  3. The Chairman of the Disclosure Committee shall appoint monitors who shall interview key executives with respect to their areas of responsibility with a view to its disclosure requirements, including without limitation, identification of known trends and uncertainties in the Company's business that are reasonably likely to have a material effect on its financial condition and results of operations.
- B. The Disclosure Committee will meet at least on a quarterly basis to review the Company's periodic filings with the SEC. The Disclosure Committee should also meet in connection with any registration statements filed under the Securities Act of 1933 by the Company (other than those on Form S-8 or other similar filings).

IV. Audit Committee

A. Committee Membership

1. The Audit Committee shall consist of no fewer than three members of the Board of Directors. Requirements for membership on the Audit Committee shall be as follows: (a) each member shall satisfy applicable SEC, regulatory, and statutory independence, non-affiliation, maximum stock ownership and financial literacy requirements and shall not have a relationship with the Company which would impair his or her independence; and (b) if required by NASDAQ rules, at least one member shall satisfy the financial expert requirements. When appointing the members of the Audit Committee, the Board shall make an affirmative determination as to satisfaction of these requirements.
2. The Board shall appoint the members of the Audit Committee annually and shall designate the Chairman of the Audit Committee. The members of the Audit Committee shall serve until their successors are appointed and qualified. The Board shall have the power at any time to change the membership of the Audit Committee and to fill vacancies in it, subject to such new member(s) satisfying the requirements for Audit Committee membership.

B. Administrative Matters

1. Audit Committee members may not receive, directly or indirectly, any consulting, advisory or other compensatory fees (as proscribed by applicable SEC or NASDAQ rules) from the Company or any subsidiary thereof, other than for Board or Board committee service.
2. The Audit Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Audit Committee shall meet in executive session separately with management and a representative of the Company's internal audit at least annually, and with the registered public accountants at least quarterly. The Audit Committee may request that any officer or employee of the Company or the Company's outside counsel or registered public accountants attend a meeting of the Audit Committee or meet with any members of, or consultants to, the Audit Committee. The Audit Committee shall make regular reports to the Board.
3. The Audit Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Audit Committee shall periodically review the Audit Committee's own performance, but in no event less frequently than required by any applicable NASDAQ rules.

4. The Audit Committee shall have the authority, at the Company's expense, and to the extent it deems necessary or appropriate, to retain and determine funding for special legal, accounting or other consultants to advise the Audit Committee with respect to its duties and obligations and to conduct or authorize investigations into any matters within its scope of responsibilities.
5. The Audit Committee shall prepare the audit committee report required by the rules of the SEC to be included in the Company's annual proxy statement.
6. The Audit Committee shall receive 4 hours of training related to corporate governance issues each year.

C. Committee Authority And Responsibilities

2. The Audit Committee shall have the sole authority to appoint, retain, compensate and oversee the registered public accountants (subject, if applicable, to Board and/or shareholder ratification), and shall approve in advance all fees and terms for both the audit engagement and all non-audit engagements with registered public accountants, provided that any such non-audit services shall not be prohibited by Section 10A of the Securities Exchange Act of 1934, as amended. Pre-approvals of non-audit services may be delegated to a single member of the Audit Committee provided that any pre-approvals made by the Audit Committee's designee shall be presented at the Audit Committee's next regularly scheduled meeting. The Audit Committee shall consult with management but shall not delegate these responsibilities to management.
3. In its capacity as a committee of the Board, the Audit Committee shall be directly responsible for the oversight of the work of the registered public accounting firm (including resolution of disagreements between management and the public accounting firm regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, and the registered public accounting firm shall report directly to the Audit Committee.
4. In performing its functions, the Audit Committee shall undertake those tasks and responsibilities that, in its judgment, would most effectively contribute and implement the purposes of the Audit Committee. The following functions are some of the common recurring activities of the Audit Committee:
  - (a) Periodic Reports and the Disclosure Process. On a quarterly basis, review and discuss with management, internal audit and the registered public accountants: the Company's annual

audited financial statements; the registered public accountants' reviews of the quarterly financial statements; disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations;" the matters required to be discussed pursuant to Statement on Auditing Standards No. 61; significant deficiencies and material weaknesses in the design or operation of internal controls and procedures for financial reporting, any changes made or proposed to such controls and procedures, and any fraud by any person involved therewith; and any reports of the registered independent accountants and disclosures concerning internal controls and procedures for financial reporting and disclosure controls and procedures and offer certifications required by SEC rules and the underlying matters related to such disclosures.

- (b) Review of Accounting Matters. Review and discuss with management and the registered public accountants, as applicable: (1) major issues regarding accounting principles, alternative accounting treatments, accounting estimates and financial statement presentations and disclosures; (2) major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (3) any material written communications between the registered public accounting firm and management; (4) any problems, difficulties or differences (including adjustments) encountered in the course of the audit work and management's response.
- (c) Financial Risk Exposure. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
- (d) Internal Audit Review. With respect to the Company's internal auditing and controls, on an annual basis, the Audit Committee shall review: (1) the composition of the Company's internal audit staff; (2) the risk assessment process, scopes and procedures to determine whether they are adequate to attain the internal audit objectives, as determined by management; (3) the internal audit plan developed by the Company and explanations of deviations therefrom and proposed changes thereto; (4) significant fraud or regulatory non-compliance; and (5) any difficulties encountered by internal audit in the course of their audits.
- (e) Tax Matters. Review tax compliance and issues with internal tax staff and external advisors, as needed.

- (f) Relationship With Registered Independent Accountants. Evaluate the qualifications, performance and independence of the registered public accountants. The Audit Committee shall establish procedures for the engagement of the registered public accountants to provide non-audit services.
- (g) Related Party Transactions. Review and approve all related party transactions, unless otherwise approved by the Board of Directors or a committee thereof in accordance with applicable law and NASDAQ rules.

V. Other Provisions

- A. Charter will be required to implement and maintain these reforms for a period of three years following approval of the settlement.
- B. In the event the Company determines, in the exercise of its fiduciary duties, that maintaining any of the foregoing undertakings is having or could have a negative impact on the Company, it shall be empowered to modify or eliminate such reform, provided, however, that any modification shall be approved by a majority of the independent members of the Board of Directors or a committee thereof, which shall propose, within 30 days following the Board's determination, a good faith alternative to the reform that has been modified or eliminated, should the circumstances dictate that such maintenance is inappropriate.